

RECORDATION NO. 23494-D FILED

JUN 28 '01 12-49 PM  
Ts  
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
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WASHINGTON, D.C.  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

June 27, 2001

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Supplement to Lessor Security Agreement (U.S.), dated as of June 28, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lessor Security Agreement filed with the Board under Recordation Number 23494-A.

The names and addresses of the parties to the enclosed document are:

Lessor: GIE Finliner Tramontane  
260 boulevard St. Germain  
75007 Paris, France

Lessee: National Railroad Passenger Corporation  
60 Massachusetts Avenue, N.E.  
Washington, D.C. 20002

A description of the railroad equipment covered by the enclosed document is:

High Speed Trainset Number 13 bearing AMTK reporting marks and road numbers attached hereto.

Mr. Vernon A. Williams  
June 27, 20001  
Page Two

A short summary of the document to appear in the index is:

Supplement to Lessor Security Agreement (U.S.)

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm  
Enclosures

## SCHEDULE A

### DESCRIPTION OF EQUIPMENT

<u>Description</u>	<u>Amtrak Equipment Numbers</u>
High-Speed Trainset Number 13 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2033 AMTK 2027
One (1) First Class Car	AMTK 3213
One (1) Bistro Car	AMTK 3318
One (1) End Coach Car	AMTK 3408
Three (3) Coach Cars	AMTK 3529 AMTK 3537 AMTK 3552

## SUPPLEMENT TO LESSOR SECURITY AGREEMENT (U.S.)

THIS SUPPLEMENT TO LESSOR SECURITY AGREEMENT (U.S.) (this "Supplement") dated as of June 7, 2001, by and between GIE FINLINER TRAMONTANE, a *groupeement d'intérêt économique* with a share capital of 1000, having its registered office at 260 boulevard Saint Germain, 75007, Paris, France, as Lessor hereunder (hereinafter called "Lessor"), and NATIONAL RAILROAD PASSENGER CORPORATION (also known as Amtrak), a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia, whose chief executive office is at 60 Massachusetts Avenue, N.E., Washington D.C. 20002 ("Amtrak") (together with its successors and its permitted assignees, including the US Lessor, hereafter referred to as "Lessee").

### W H E R E A S :

(A) Lessor and Lessee have entered into that certain Lessor Security Agreement (U.S.) dated May 23, 2001 (the "Security Agreement"), relating to that certain Credit-Bail Agreement (the "Lease") dated as of September 25, 2000 with Amtrak, covering the railroad equipment defined in Schedule A thereto;

(B) Lessor and Lessee have entered into that certain Lease Supplement dated June 7, 2001, (the "Second Lease Supplement") covering the railroad equipment identified on Schedule A (the "Additional Equipment" which Additional Equipment, together with the Equipment described in that certain Lease Supplement dated April 29, 2001 referred to herein as the "Equipment");

(C) Lessor and Lessee desire to execute and deliver this Supplement for the benefit of the Lessee to reflect Additional Equipment covered by the Second Lease Supplement;

(D) This Supplement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument; and

(E) Capitalized terms used herein and not otherwise defined herein shall have the meanings specified in the Lease, and the rules of usage specified thereto shall apply to this Supplement.

NOW, THEREFORE, THIS INSTRUMENT WITNESSETH, that in accordance with the terms of the Security Agreement, Schedule I attached hereto shall replace, in its entirety, the Schedule I attached to the Security Agreement.

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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have caused this <sup>Supplement</sup> ~~Security Agreement~~ to be duly executed as of the day and year first above written.

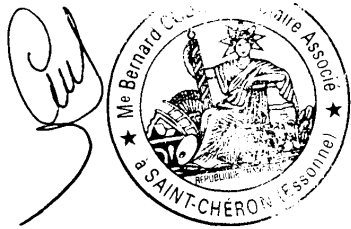
GIE FINLINER TRAMONTANE, as Lessor

By   
Name:  
Title:

Je soussigné M<sup>r</sup> CORON  
Notaire associé à St Chéron, certifie  
Véritable la signature Matérielle de  
N. Mard  
apposée ci-dessus.  
A St Chéron, le .....

NATIONAL RAILROAD PASSENGER  
CORPORATION, as Lessee

By \_\_\_\_\_  
Name: Dale M. Stein  
Title: Treasurer



IN WITNESS WHEREOF, the parties hereto have caused this <sup>Supplement</sup>~~Security Agreement~~ to be duly executed as of the day and year first above written.

GIE FINLINER TRAMONTANE, as Lessor

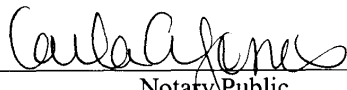
By \_\_\_\_\_  
Name:  
Title:

NATIONAL RAILROAD PASSENGER  
CORPORATION, as Lessee

By Dale M. Stein  
Name: Dale M. Stein  
Title: Treasurer

DISTRICT OF COLUMBIA )  
 ) SS.:  
 )

On this 15 day of June, 2001, before me personally appeared Dale M. Stein, to me personally known, who, by me being duly sworn, says that he is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

Carla A. Jones  
Notary Public, District of Columbia  
Expires 04-30-2006

My Commission Expires: \_\_\_\_\_

## SCHEDULE A

### DESCRIPTION OF EQUIPMENT

<u>Description</u>	<u>Amtrak Equipment Numbers</u>
High-Speed Trainset Number 13 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2033 AMTK 2027
One (1) First Class Car	AMTK 3213
One (1) Bistro Car	AMTK 3318
One (1) End Coach Car	AMTK 3408
Three (3) Coach Cars	AMTK 3529 AMTK 3537 AMTK 3552



**SCHEDULE I**

**DESCRIPTION OF EQUIPMENT**

<b><u>Description</u></b>	<b><u>Amtrak Equipment Numbers</u></b>
One (1) Dual Cab High Horsepower Electric Locomotive manufactured by Bombardier Corporation and Alstom Transportation Inc.	660
High-Speed Trainset Number 13 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2033 AMTK 2027
One (1) First Class Car	AMTK 3213
One (1) Bistro Car	AMTK 3318
One (1) End Coach Car	AMTK 3408
Three (3) Coach Cars	AMTK 3529 AMTK 3537 AMTK 3552